

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
DISTRICT OF DELAWARE

IN RE:)
) Bankr. No. 01-01139 (JFK)
)
W.R. Grace & Co., <i>et al.</i> ,) Chapter 11
) (Jointly Administered)
Debtors.)
)

[PROPOSED] ORDER

Having considered the debtors' motion pursuant to sections 105(a), 362, 363, 502 and 503 of the Bankruptcy Code and the Federal Rule of Bankruptcy Procedure 9019 to establish an alternative dispute resolution program to liquidate certain pre-petition claims, the Internal Revenue Service's response thereto, and the entire record herein, and having good cause been shown, this ____ day of _____ 2004, it is hereby

ORDERED that motion pursuant to sections 105(a), 362, 363, 502 and 503 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 9019 to establish an alternative dispute resolution program to liquidate certain pre-petition claims is DENIED; and it is further

ORDERED that the Clerk shall distribute copies of this signed order to all necessary parties.

UNITED STATES BANKRUPTCY JUDGE